

AN ORDINANCE TO AMEND THE EXISTING AGREEMENT
WITH ACS STATE AND LOCAL SOLUTIONS, INC. TO
ADMINISTER THE FALSE ALARM PROGRAM

WHEREAS, pursuant to Section 2-308 and Section 8-200 of the City Charter, the City of Wilmington is authorized to enter into contracts for the rendering services for more than a period of one year if approved by City Council by Ordinance; and

WHEREAS, on or about April 19, 2007, City Council approved Ordinance No. 07-027 authorizing the City to enter into a three (3) year agreement (the "Agreement") with ACS State and Local Solutions, Inc. to administer the false alarm program; and

WHEREAS, the Agreement allowed the City the right to renew for one two (2) year option; and

WHEREAS, it is the recommendation of the Wilmington Public Safety Department that the City exercise the option and renew the Agreement for 2 (two) years, from March 31, 2010, unless terminated sooner as provided therein.

THE COUNCIL OF THE CITY OF WILMINGTON HEREBY ORDAINS:

SECTION 1. The Agreement described above, a copy of which is attached hereto and incorporated by reference as Exhibit "A", between the City of Wilmington and ACS State and Local Solutions, Inc. to provide alarm registration and management services, upon the recommendation of the Department of Public Safety, at the price and terms outlined in the Agreement, is hereby approved, and the Mayor and the City Clerk are hereby authorized and directed to execute as many copies of said Agreement, as well as all additional undertakings related thereto, as may be necessary.

#3357


Sponsor:

Council
Member
Brown


SECTION 2. This Ordinance shall be effective upon the passage by City Council and approval of the Mayor.

First Reading April 15, 2010
Second Reading April 15, 2010
Third Reading June 3, 2010

Passed by Council, June 3, 2010

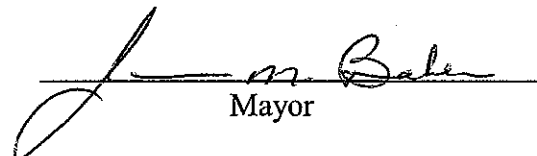

President of City Council
6/3/10

ATTEST: 
Acting Deputy City Clerk

Approved as to form this
 day of April, 2010


Assistant City Solicitor

Approved this 4th day of
June, 2010


Mayor

SYNOPSIS: This Ordinance authorizes the City to amend the pricing and scope of work of an existing agreement entered into between the City and ACS State and Local Solutions, Inc. under which ACS has agreed to provide Alarm Registration and Management Services.

AMENDMENT TO
AGREEMENT TO PROVIDE ALARM REGISTRATION
AND MANAGEMENT SERVICES

This Second Amendment To Agreement To Provide Alarm Registration And Management Services for the City of Wilmington in the State of Delaware (the "Amendment") is entered into as of this _____ day of _____, 2010 (the "Amendment Effective Date"), by and between ACS State And Local Solutions, Inc. (the "Company" or "Service Provider") and the City of Wilmington in the State of Delaware (the "City").

RECITALS

WHEREAS, the City entered into an Agreement To Provide Alarm Registration And Management Services (the "Agreement") with the Company on or about April 20, 2007; and

WHEREAS, the Agreement between the Company and the City provided for compensation to the Company for services rendered to the City under this Agreement at the rate of 65% of all monies collected by the Company on behalf of the City pursuant to this Agreement;

WHEREAS, the Agreement provided for the collection of fines, late fees and annual registration fees by the Company from alarm system owners; and

WHEREAS, subsequent to the Effective Date of the Agreement the City determined that the imposition and collection of an annual registration fee from system owners was not in the best interest of the City; and

WHEREAS, the collection of an annual registration fee was arguably a material consideration in the pricing of the Agreement as it related to the compensation to be due the Company for services provided under the Agreement; and

WHEREAS, the Company and the City thereafter agreed to amend the scope of work and the pricing schedule as the same are set forth in the Agreement to address the fair expectations of the parties to the original Agreement with respect to the reasonably anticipated compensation to the Company for services provided under the Agreement; and

WHEREAS, the Company and the City now wish to further amend the pricing schedule as the same was reflected in the initial Amendment To Agreement To Provide Alarm Registration And Management Services for the City of Wilmington in the State of Delaware by reducing the guaranteed payment provision as it relates to the Agreement as presently amended; and

WHEREAS, in consideration of the Agreement of the Company to further amend the pricing schedule as hereinafter described, the City hereby elects to extend the term of the

Agreement for an additional two years through and including April 20, 2012, as provided in paragraph 7 of the Agreement

NOW, THEREFORE, in consideration of the covenants and representations contained herein the parties agree as follows:

AGREEMENT

1. Further amend Exhibit B styled as the "Pricing Schedule" of the of the Agreement by inserting the underlined language and deleting the term the bracketed term "200,000.00" as it appears in the ACS Fee Schedule table in the Amendment To Agreement To Provide Alarm Registration And Management Services and inserting in lieu thereof the term "\$175,000.00" to read as follows: "Effective contract year commencing on or about April 20, 2009, the aggregate compensation for ACS for each respective contract year under this Agreement shall be the greater of 65% of revenues collected by ACS in each respective contract year pursuant to this Agreement or (\$200,000.00) \$175,000.00 ("Compensation Floor"), whichever is greater, provided, however, that in the event of early termination of the Agreement pursuant to paragraph 8 of the Agreement, the Compensation Floor shall be reduced pro rata for that respective contract year in accordance with the following formula: In the event of early termination of the Agreement, the Compensation Floor shall equal the greater of 65% of revenues collected by ACS pursuant to this Agreement in that respective contract year or the sum equal to the product of (\$200,000.00) \$175,000.00 multiplied by a fraction the numerator of which equals the number of months in the respective contract year that have expired prior to the date of early termination divided by 12.
2. The Company and the City hereby agree to extend the term of this Agreement to a date through and including April 20, 2012.

BALANCE OF PAGE INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, and in acknowledgment that the parties hereto have read and understood each and every provision of this Amendment to the Agreement, the parties have caused this Agreement to be executed on the date written below.

CITY OF WILMINGTON

**ACS STATE & LOCAL
SOLUTIONS, INC.**

SIGNATURE

SIGNATURE

PRINTED NAME

PRINTED NAME

TITLE

TITLE

DATE

DATE

Approved as to form this 9th day of
April, 2010



Assistant City Solicitor